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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-12
GENERAL CORPORATE ADVICE
373.9 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 03/31/06
Bill Number: 1108452

NAME	DATE	HOURS	DESCRIPTION
ATKINS PA	02/01/06	2.60	PREPARATION FOR AND ATTENDANCE AT TELEPHONIC BOD MEETING (2.6).
ATKINS PA	02/13/06	1.20	CONFERENCE WITH J. BUTLER AND E. COCHRAN (SASM&F) TO REVIEW STATUS OF VARIOUS MATTERS IN PREPARATION FOR BOD MEETING (1.2).
ATKINS PA	02/14/06	7.00	ATTEND BOD MEETING (7.0).
		10.80	
BUTLER, JR. J	02/01/06	4.60	PREPARE FOR (WITH S. MILLER AND OTHERS AT COMPANY IN TROY) (1.6) AND PARTICIPATE IN (2.8) BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY; REVIEW AGENDA FOR FEBRUARY 14TH BOARD OF DIRECTORS MEETING (0.2).
BUTLER, JR. J	02/04/06	0.40	REVIEW MATERIALS FROM M. WALLACE RE: PREPARATION FOR FEBRUARY 14TH BOARD OF DIRECTORS MEETING (0.4).
BUTLER, JR. J	02/07/06	1.30	REVIEW AND REVISE DRAFT DIRECTOR LETTER (0.4); EMAILS FROM/TO AND TELECONFERENCE WITH D. SHERBIN (0.2); TELECONFERENCE WITH M. LOEB RE: FEBRUARY 14TH BOARD OF DIRECTORS PACKAGE AND 2006 MEETING SCHEDULE (0.3); BEGIN TO REVIEW PROJECT GRAPEVINE MATERIALS (0.4).
BUTLER, JR. J	02/11/06	1.50	CONTINUE TO REVIEW AND COMMENT ON PROJECT GRAPEVINE MATERIALS (0.7); BEGIN TO PREPARE FOR FEBRUARY 14TH BOARD OF DIRECTORS MEETING IN TROY INCLUDING PRELIMINARY REVIEW OF PRESENTATION MATERIALS (0.8).
BUTLER, JR. J	02/12/06	1.90	CONTINUE TO REVIEW AND COMMENT ON PROJECT GRAPEVINE MATERIALS (0.3); CONTINUE TO PREPARE FOR FEBRUARY 14TH BOARD OF DIRECTORS MEETING IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.6).
BUTLER, JR. J	02/13/06	6.40	PREPARE FOR FEBRUARY 14TH BOARD OF DIRECTORS MEETING WITH SENIOR MANAGEMENT TEAM AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (3.8) AND INTERNAL MANAGEMENT PREPARATION MEETINGS RE: SAME (1.2); INTERNAL WORKING GROUP MEETING RE: SAME (1.4).

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BUTLER, JR. J	02/14/06	7.30	PREPARE FOR (0.3) AND ATTEND (6.3) BOARD OF DIRECTORS MEETING AT COMPANY IN TROY; ATTEND POST-MEETING WRAP-UP WITH S. MILLER AND EXECUTIVE TEAM IN TROY (0.7).
BUTLER, JR. J	02/15/06	0.30	REVIEW AND REVISE PRESS RELEASES (0.3).
BUTLER, JR. J	02/16/06	0.70	PREPARE FOR (0.3) AND ATTEND (0.4) BOARD OF DIRECTORS TELEPHONIC MEETING IN NEW YORK CITY.
BUTLER, JR. J	02/27/06	0.60	PREPARE FOR FEBRUARY 28TH BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY WITH SENIOR MANAGEMENT (0.6).
BUTLER, JR. J	02/28/06	1.90	PREPARE FOR (0.3) AND ATTEND (1.6) BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY.

26.90

COCHRAN EL	02/01/06	3.20	PARTICIPATED IN BOARD MEETING (2.6); REVIEW 8-KS (0.6).
COCHRAN EL	02/10/06	4.20	MONITOR FOR DISCLOSURE ISSUES (4.2).
COCHRAN EL	02/13/06	1.60	PREPARE FOR BOARD MEETING (1.6).
COCHRAN EL	02/14/06	7.20	PARTICIPATED IN BOARD MEETING (7.2).
COCHRAN EL	02/15/06	0.80	REVIEW BOARD MATTERS WITH TEAM (0.8).
COCHRAN EL	02/16/06	0.80	PARTICIPATED IN BOARD MEETING (0.8).
COCHRAN EL	02/17/06	1.40	REVIEW ISSUES RELATING TO KECP 8-K (1.4).
COCHRAN EL	02/18/06	1.80	REVIEW KECP 8-K ISSUES (1.8).
COCHRAN EL	02/20/06	1.50	REVIEW 8-K/KECP ISSUES (1.5).
COCHRAN EL	02/21/06	1.80	FINALIZE 8-K FOR KECP (1.8).
COCHRAN EL	02/22/06	0.40	STATUS CALL UPDATE (0.4).
COCHRAN EL	02/27/06	0.90	REVIEW BOARD MINUTES (0.9).
COCHRAN EL	02/28/06	1.70	PARTICIPATED IN BOARD MEETING (1.7).

27.30

FRISHMAN LD	02/04/06	0.20	EMAIL CORRESPONDENCE WITH M. GIBSON RE: 8-K (0.2).
FRISHMAN LD	02/06/06	1.10	REVIEW AND GIVE COMMENTS ON DESCRIPTION OF DIP IN DRAFT 10-K (1.1).
FRISHMAN LD	02/07/06	0.40	REVIEW AND GIVE COMMENTS ON REVISIONS TO 8-K RE: DIP AMENDMENT (0.4).

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FRISHMAN LD	02/08/06	0.20	REVIEW AND GIVE COMMENTS ON REVISIONS TO DRAFT 8-K RE: DIP AMENDMENT (0.2).
		1.90	
LEFF NM	02/06/06	0.20	TELECONFERENCE WITH M. GIBSON RE: 10-K FILING (0.2).
LEFF NM	02/14/06	0.20	TELECONFERENCE WITH GIBSON RE: 8K FILING FOR KECP (0.2).
LEFF NM	02/16/06	0.70	TELECONFERENCE WITH GIBSON AND COCHRAN RE: 8-K ISSUES (0.7).
LEFF NM	02/17/06	0.50	TELECONFERENCE WITH GIBSON RE: 8-K FILING (0.5).
LEFF NM	02/20/06	0.60	TELECONFERENCE WITH SCHOHN RE: 8-K ISSUES (0.6).
LEFF NM	02/21/06	0.40	CONTINUED DISCUSSIONS WITH SCHOHN RE: 8-K ISSUES; REVIEW LETTER TO IRS (0.4).
LEFF NM	02/22/06	0.40	EMAIL WITH E. SCHOHN RE: 8-K FUNDING ISSUES (0.4).
LEFF NM	02/27/06	0.80	REVIEW 10-K AND TELECONFERENCE WITH SCHOHN (0.8).
LEFF NM	02/28/06	0.50	CONFERENCE WITH E. SCHOHN RE: 10-K DISCLOSURE (0.5).
		4.30	
MARAFIOTI KA	02/14/06	0.10	WORK ON ISSUES RE: 8K (0.1).
MARAFIOTI KA	02/20/06	0.30	ANALYZE 8K ISSUES (0.3).
MARAFIOTI KA	02/21/06	0.60	WORK ON ISSUES RE: 8K (0.6).
MARAFIOTI KA	02/22/06	0.30	WORK ON 8K MATTERS (0.3).
MARAFIOTI KA	02/27/06	1.10	REVIEWED AND REVISED BOARD MINUTES (0.8); CORRESPONDENCE FROM AND TO TRUSTEE FOR TOPRS (0.3).
		2.40	
WEXLER MP	02/06/06	0.40	REVIEW REAL ESTATE ISSUES FOR FORM 10-K (0.4).
WEXLER MP	02/07/06	0.70	REVIEW AND COMMENT ON LANGUAGE TO BE INCORPORATED INTO FORM 10-K RE: LEASES, INCLUDING REVIEW OF PRECEDENT (0.7).
		1.10	
Total Partner		74.70	
MATZ TJ	02/06/06	0.60	REVIEW AND COMMENT ON DRAFT SECTIONS OF 10-K (0.6).
MATZ TJ	02/22/06	0.40	WORK ON 8-K RE: AIP (0.4).

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		1.00	
Total Counsel		1.00	
FERN BM	02/18/06	1.50	ATTENTION TO ISSUES RE: 8-K FOR REVISED AIP (1.1); REVIEWED AND REVISED 8-K RE: SAME (0.4).
FERN BM	02/19/06	0.70	ADDITIONAL ATTENTION TO ISSUES RE: 8-K FOR IMPLEMENTATION OF REVISED AIP (0.7).
FERN BM	02/20/06	0.60	ADDITIONAL REVIEW OF 8-K RE: AIP ORDER (0.3); ATTENTION TO ISSUES RE: 8-K FOR REVISED AIP (0.3).
FERN BM	02/22/06	2.40	ATTENTION TO EXHIBITS FOR 8-K ON REVISED AIP (2.4).
		5.20	
GIBSON ML	02/01/06	0.20	REVIEWED LANGUAGE FOR 8-K ON 341 MEETING AND MULTIPLE CORRESPONDENCE/CALLS RE: SAME (0.2).
GIBSON ML	02/02/06	1.10	REVISED 8-K DRAFT FOR 341 MEETING AND SCHEDULES AMENDMENT AND MULTIPLE TELECONFERENCE /CORRESPONDENCE RE: SAME (1.1).
GIBSON ML	02/03/06	4.60	REVIEWED AND COMMENTED ON KEY MESSAGES (0.4); MULTIPLE TELECONFERENCES, DISCUSSIONS AND MEETINGS RE: AND REDRAFTING OF, 8-K ON STATEMENTS AND SCHEDULES (2.6); DRAFTED 8-K FOR DIP AMENDMENT AND MULTIPLE TELECONFERENCES/DISCUSSIONS RE: SAME (0.8); ALL HANDS TELECONFERENCE (0.5); TELECONFERENCES RE: 10-K MATTERS AND REVIEWED CERTAIN PROVISIONS OF IT (0.3).
GIBSON ML	02/05/06	1.90	EMAILS RE: 8-K ON DIP (0.1); REVIEWED FORM 10-K AND CORRESPONDENCE WITH WORKING GROUP RE: SAME (1.8).
GIBSON ML	02/06/06	2.20	REVIEWED FINAL LANGUAGE FOR 8-K AND CORRESPONDENCE RE: SAME (0.2); MULTIPLE TELECONFERENCES RE: 10-K MATTERS (0.6); REVIEWED COMMENTS ON KEY MESSAGES AND MARKED UP AND DISTRIBUTED COMMENTS THEREON (0.8); REVIEWED GM MATERIALS (0.2); REVISED AND DISTRIBUTED 8-K RE: DIP AMENDMENT AND PREPARED EXHIBITS (0.4).
GIBSON ML	02/07/06	2.70	FINALIZED AND DISTRIBUTED COMMENTS ON 10-K AND MULTIPLE TELECONFERENCES/CORRESPONDENCE RE: SAME (2.5); CORRESPONDENCE RE: 8-K FOR DIP AMENDMENT (0.2).
GIBSON ML	02/08/06	0.20	CORRESPONDENCE/REVIEWED NEW LANGUAGE FOR 8-K DRAFT (0.2).

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GIBSON ML	02/10/06	0.10	13G CORRESPONDENCE (0.1).
GIBSON ML	02/13/06	0.10	CORRESPONDENCE RE: RESEARCH MATTERS (0.1).
GIBSON ML	02/14/06	1.20	REVIEWED 13G RESEARCH AND TELECONFERENCE WITH TAX ASSOCIATES (0.7); MULTIPLE TELECONFERENCES/CORRESPONDENCE RE: DIP LENDER PRESENTATION (0.3); MULTIPLE TELECONFERENCES/CORRESPONDENCE RE: 8-K FOR KECP (0.2).
GIBSON ML	02/15/06	0.10	TELECONFERENCES RE: RESEARCH QUESTION ON INVESTMENT BANK (0.1).
GIBSON ML	02/17/06	0.50	MULTIPLE TELECONFERENCES RE: 8-K FOR KECP; GATHERED MATERIALS FOR 8-K (0.5).
GIBSON ML	02/18/06	1.50	DRAFTED 8-K AND REVIEWED COMMENTS THEREON AND MULTIPLE CORRESPONDENCE/DISCUSSIONS WITH WORKING GROUP RE: SAME (1.5).
GIBSON ML	02/19/06	0.50	MULTIPLE TELECONFERENCES/CORRESPONDENCE WITH WORKING GROUP RE: 8-K AND REVIEWED REVISIONS THERETO (0.5).
GIBSON ML	02/20/06	0.90	MULTIPLE TELECONFERENCES AND CORRESPONDENCE RE: 8-K ON KECP AND REVISED AND DISTRIBUTED SAME (0.9).
GIBSON ML	02/21/06	0.10	CORRESPONDENCE (0.1).
GIBSON ML	02/22/06	0.40	MULTIPLE DISCUSSIONS/CORRESPONDENCE RE: FINALIZING 8-K AND EXHIBITS AND REVIEW OF SAME (0.4).
GIBSON ML	02/23/06	0.10	REVIEWED FINAL DRAFT OF 8-K (0.1).
		18.40	
OGUNSANYA GO	02/01/06	5.20	DRAFTING OF 341 PRESENTATION 8-K (5.2).

5.20

SCHOHN E	02/20/06	1.20	COMMENT ON 8-K DISCLOSURE REQUIREMENTS FOR FILING OF ANNUAL INCENTIVE PLAN (1.2).
SCHOHN E	02/21/06	0.80	PREPARE 8-K ON ANNUAL INCENTIVE PLAN (0.8).
SCHOHN E	02/22/06	1.80	REVISE 8-K RE: ANNUAL INCENTIVE PLAN (1.8).
SCHOHN E	02/27/06	1.10	REVIEW DISCLOSURE OF SERP IN 10-K (1.1).
SCHOHN E	02/28/06	0.80	DRAFT SERP 10-K DISCLOSURE (0.8).
		5.70	

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TOUSSI S	02/06/06	1.00	REVIEW DRAFT 10K TO ADDRESS BANKRUPTCY RELATED MATTERS (1.0).
TOUSSI S	02/07/06	1.80	EDIT AND REVISE SECTIONS OF PROPOSED 10K RELATED TO BANKRUPTCY AND DISCUSS SAME WITH M. GIBSON (1.8).
TOUSSI S	02/15/06	2.70	ADDRESS ISSUES RE: TOPRS (0.3); PREPARE SUMMARY OF OUTSTANDING ISSUES AND STATUS OF LIQUIDATION/TERMINATION OF TRUST (1.5); REVIEW AND ANALYZE DRAFT CONFIDENTIALITY AGREEMENT (0.4); ADDRESS ISSUES RE: CONFIDENTIALITY AGREEMENT (0.5).
TOUSSI S	02/27/06	0.70	ADDRESS ISSUES RE: TOPRS (0.3); REVIEW AND ANALYZE CORRESPONDENCE RE: SAME (0.4).

6.20

TURMAN III RE	02/05/06	0.50	REVIEW AND COMMENT ON 8-K & 10-K (0.5).
TURMAN III RE	02/06/06	2.10	REVIEW AND REVISE 8-K AND 10-K FINANCING SECTIONS (1.3, 0.8).
		2.60	

Total Associate 43.30

DEMMA J	02/22/06	2.10	PREPARE MATERIALS RE: LAW DEBENTURE TRUST COMPANY OF NEW YORK FOR ATTORNEY REVIEW (2.1).
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2.10

Total Legal Assistant 2.10

TOTAL TIME 121.10

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
General Corporate Advice**

**Bill Date: 03/31/06
Bill Number: 1108452**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	02/02/06	Olasky P	534.36
Air/Rail Travel - vendor feed	02/06/06	Cochran EL	1,030.53
Air/Rail Travel - vendor feed	02/06/06	Cochran EL	532.86
Air/Rail Travel - vendor feed	02/06/06	Cochran EL	752.38
Air/Rail Travel - vendor feed	02/06/06	Cochran EL	-985.52
Air/Rail Travel - vendor feed	02/13/06	Cochran EL	1,112.22
Air/Rail Travel - vendor feed	02/13/06	Atkins PA	1,112.22
Air/Rail Travel - vendor feed	02/28/06	Cochran EL	184.95
TOTAL AIR/RAIL TRAVEL - VENDOR FEED			\$4,274.00
In-house Reproduction	02/07/06	Copy Center, D	32.93
In-house Reproduction	02/10/06	Copy Center, D	36.63
In-house Reproduction	02/14/06	Copy Center, D	14.01
In-house Reproduction	02/14/06	Copy Center, D	3.22
In-house Reproduction	02/17/06	Copy Center, D	4.70
In-house Reproduction	02/17/06	Copy Center, D	3.10
In-house Reproduction	02/17/06	Copy Center, D	2.00
In-house Reproduction	02/21/06	Copy Center, D	34.03
In-house Reproduction	02/24/06	Copy Center, D	93.38
TOTAL IN-HOUSE REPRODUCTION			\$224.00
Telephone Expense	02/24/06	Telecommunications, D	3.83
Telephone Expense	02/24/06	Telecommunications, D	4.09
Telephone Expense	02/24/06	Telecommunications, D	0.08
TOTAL TELEPHONE EXPENSE			\$8.00

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Disbursement	Date	Vendor/Employee/Dept.	Amount
Postage	02/21/06	Office Admin, D	3.24
Postage	02/28/06	Office Admin, D	1.76
		TOTAL POSTAGE	\$5.00
Westlaw	02/20/06	Cleary MA	10.00
		TOTAL WESTLAW	\$10.00
Reproduction - color	02/27/06	Copy Center, D	48.00
		TOTAL REPRODUCTION - COLOR	\$48.00
Air/Rail Travel (external)	02/12/06	Butler, Jr. J	220.00
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$220.00
Out-of-Town Travel	02/06/06	Cochran EL	98.00
Out-of-Town Travel	02/12/06	Butler, Jr. J	95.60
Out-of-Town Travel	02/12/06	Butler, Jr. J	39.00
Out-of-Town Travel	02/12/06	Butler, Jr. J	276.33
Out-of-Town Travel	02/12/06	Butler, Jr. J	10.50
Out-of-Town Travel	02/13/06	Atkins PA	202.29
Out-of-Town Travel	02/14/06	Cochran EL	202.28
		TOTAL OUT-OF-TOWN TRAVEL	\$924.00
Messengers/ Courier	02/01/06	Dist Serv/Mail/Page, D	14.55
Messengers/ Courier	02/01/06	Dist Serv/Mail/Page, D	24.29
Messengers/ Courier	02/27/06	Dist Serv/Mail/Page, D	15.16
		TOTAL MESSENGERS/ COURIER	\$54.00
Out-of-Town Meals	02/12/06	Butler, Jr. J	14.00
		TOTAL OUT-OF-TOWN MEALS	\$14.00

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Disbursement	Date	Vendor/Employee/Dept.	Amount
Outside Research/Internet Services	02/11/06	Parcels Inc.	60.00
Outside Research/Internet Services	02/11/06	Parcels Inc.	30.00
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$90.00
Contracted Catering-NY	02/07/06	Cochran EL	395.00
		TOTAL CONTRACTED CATERING- NY	\$395.00
CLR/Disclosure	02/18/06	Office Admin, D	61.82
CLR/Disclosure	02/28/06	Global Securities	15.14
CLR/Disclosure	02/28/06	Global Securities	128.74
CLR/Disclosure	02/28/06	Global Securities	30.30
		TOTAL CLR/DISCLOSURE	\$236.00
		TOTAL MATTER	\$6,502.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 04/30/06
Bill Number: 1108601

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	03/03/06	0.70	REVIEW BOARD OF DIRECTORS MINUTES (0.6); REVIEW AGENDA FOR MARCH 14TH BOARD OF DIRECTORS MEETING (0.1).
BUTLER, JR. J	03/08/06	0.40	REVIEW DRAFT PRESENTATION FOR MARCH 14 BOARD OF DIRECTORS TELECONFERENCE MEETING NEW YORK CITY (0.4).
BUTLER, JR. J	03/09/06	0.90	PREPARE FOR (0.2) AND ATTEND (0.7) BOARD OF DIRECTORS TELECONFERENCE MEETING IN NEW YORK CITY.
BUTLER, JR. J	03/10/06	1.40	REVIEW AND REVISE PRESENTATION FOR MARCH 14TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY (0.8); REVIEW DISTRIBUTION MATERIALS TO BOARD FOR MEETING (0.6).
BUTLER, JR. J	03/11/06	0.30	EMAIL FROM B. ADRIAN AND REVIEW LATEST DRAFT OF MARCH 31ST TRANSFORMATION ANNOUNCEMENT (0.3).
BUTLER, JR. J	03/13/06	0.90	PREPARE FOR MARCH 14TH BOARD OF DIRECTORS MEETING INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (0.9).
BUTLER, JR. J	03/14/06	2.60	PREPARE FOR (0.2) AND PARTICIPATE IN (2.1) BOARD OF DIRECTORS MEETING AT COMPANY IN TROY; POST-MEETING CONFERENCE WITH SENIOR MANAGEMENT TEAM, RE: SAME (0.3).
BUTLER, JR. J	03/15/06	0.90	PREPARE FOR MARCH 17TH BOARD OF DIRECTORS MEETING WITH S. MILLER AT THE COMPANY IN TROY INCLUDING TELECONFERENCE WITH J. OPIE (0.4); PREPARE FOR (0.2) AND ATTEND (0.9) MEETING WITH S. MILLER AND K. HEALY AND EXECUTIVE MANAGEMENT TEAM RE: MARCH 17TH COMMUNICATIONS ROLL-OUT PROGRAM ON SPECIAL ATTRITION PROGRAM; REVIEW AND BEGIN TO EVALUATE APPALOOSA LETTER RE BOARD OF DIRECTORS DEMAND (0.9).
BUTLER, JR. J	03/16/06	1.60	PREPARE FOR MARCH 17TH BOARD OF DIRECTORS TELECONFERENCE MEETING (0.3); CONTINUE TO REVIEW AND EVALUATE APPALOOSA LETTER RE BOARD OF DIRECTORS DEMAND (1.3).
BUTLER, JR. J	03/17/06	2.90	PREPARE FOR (0.9) AND PARTICIPATE IN (1.4) BOARD OF DIRECTORS TELECONFERENCE MEETING; REVIEW AND REVISE PRESS RELEASE (0.6).

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BUTLER, JR. J	03/23/06	0.30	REVIEW DRAFT FORM 8-K (0.3).
BUTLER, JR. J	03/25/06	0.60	EMAIL FROM B. ADRIAN AND BEGIN TO REVIEW AND COMMENT ON REVISED TRANSFORMATION PLAN RELEASE (0.6).
BUTLER, JR. J	03/27/06	0.30	REVIEW COMMENTS ON FORM 8-K AND RESPOND (0.3).
BUTLER, JR. J	03/28/06	6.10	CONTINUE TO ADVISE RE: COMMUNICATIONS LAUNCH FOR TRANSFORMATION PLAN ANNOUNCEMENT INCLUDING REVISIONS TO COMMUNICATIONS PACKAGE AND CONFERENCES WITH COMPANY WORKING GROUP AND SITRICK AT COMPANY IN TROY (3.8); PREPARE FOR (0.8) AND ATTEND (1.2) BOARD OF DIRECTORS MEETING RECEPTION IN BIRMINGHAM RE: EQUITY COMMITTEE AND TRANSFORMATION PLAN PRELIMINARY PRESENTATIONS; REVIEW AND COMMENT ON DETROIT ECONOMIC CLUB SPEECH (0.3).
BUTLER, JR. J	03/29/06	8.60	PREPARE FOR (0.4) AND ATTEND (INCLUDING RECESSES) (5.3) BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN; CONTINUE TO ADVISE RE: COMMUNICATIONS LAUNCH FOR TRANSFORMATION PLAN ANNOUNCEMENT INCLUDING REVISIONS TO COMMUNICATIONS PACKAGE AND CONFERENCES WITH COMPANY WORKING GROUP AND SITRICK AT COMPANY IN TROY (1.6); REVIEW AND REVISE PRESS RELEASE (1.3).
BUTLER, JR. J	03/30/06	2.60	CONTINUE TO ADVISE RE: COMMUNICATIONS LAUNCH FOR TRANSFORMATION PLAN ANNOUNCEMENT INCLUDING REVISIONS TO COMMUNICATIONS PACKAGE AND CONFERENCES WITH COMPANY WORKING GROUP AND SITRICK (1.9); REVIEW FINAL PRESS RELEASE AND MAKE LAST MINUTE CHANGES BASED ON VARIOUS FINANCE, OPERATING AND LEGAL REVIEWS (0.7).
BUTLER, JR. J	03/31/06	2.70	PREPARE FOR (0.4) AND ATTEND (0.7) SENIOR LEADERSHIP TELECONFERENCE MEETING AT COMPANY IN TROY; AT COMPANY AND PARTICIPATE IN/ADVISE RE: COMMUNICATIONS LAUNCH RE: TRANSFORMATION PLAN ANNOUNCEMENT (1.6).

33.80

COCHRAN EL	03/01/06	1.10	REVIEW BOARD MATTERS (1.1).
COCHRAN EL	03/02/06	0.60	REVIEW KEY MESSAGES (0.6).
COCHRAN EL	03/03/06	0.60	REVIEW KEY MESSAGES DISCLOSURE (0.6).
COCHRAN EL	03/14/06	2.60	PARTICIPATE IN BOARD CALL (2.6).

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COCHRAN EL	03/15/06	4.00	REVIEW APPALOOSA LETTER (1.9); REVIEW 12B-25 FILING (2.1).
COCHRAN EL	03/16/06	2.30	REVIEW BOARD PRESENTATION (2.3).
COCHRAN EL	03/17/06	5.10	BOARD MEETING (1.6); REVIEW DISCLOSURES RE: ATTRITION PLAN (2.1); REVIEW BOARD MINUTES (1.4).
COCHRAN EL	03/20/06	0.90	REVIEW ISSUES RE: ATTRITION PLAN AND DISCLOSURE (0.9).
COCHRAN EL	03/22/06	1.60	REVIEW DISCLOSURE ISSUES RE: ATTRITION PLAN (1.6).
COCHRAN EL	03/23/06	0.60	REVIEW DISCLOSURE ISSUES (0.6).
COCHRAN EL	03/25/06	1.90	REVIEW BOARD PRESENTATION (1.9).
COCHRAN EL	03/27/06	1.30	REVIEW MATERIAL FOR DTM IN CONNECTION WITH BOARD PRESENTATION (1.3).
COCHRAN EL	03/28/06	2.10	REVIEW MATERIALS FOR BOARD MATERIALS (2.1).
COCHRAN EL	03/29/06	8.50	PARTICIPATE IN BOARD MEETING (6.2); REVIEW COMMUNICATION PACKAGE FOR POSSIBLE ANNOUNCEMENT (2.3).
COCHRAN EL	03/30/06	3.60	REVIEW 8-K RE: DIRECTOR RESIGNATION (1.1); REVIEW COMMUNICATION PACKAGE (2.5).
COCHRAN EL	03/31/06	1.60	REVIEW SEC DISCLOSURES RE: PRESS ANNOUNCEMENT (1.6).
		38.40	
MARAFIOTI KA	03/09/06	0.60	REVIEW BOARD PRESENTATION (0.6).
MARAFIOTI KA	03/15/06	0.30	REVIEW CORRESPONDENCE FROM APPALOOSA TO BOARD OF DIRECTORS (0.3).
MARAFIOTI KA	03/16/06	3.00	CONTINUE WORK ON BOARD PRESENTATION RE: APPALOOSA (2.8); REVIEW APPALOOSA 13D (0.2).
MARAFIOTI KA	03/22/06	0.50	REVIEW DRAFT PRESS RELEASE AND RELATED CORRESPONDENCE (0.2); REVIEW AND REVISE DRAFT 8K (0.3).
		4.40	
Total Partner		76.60	
GIBSON ML	03/17/06	1.70	ALL HANDS CALL (0.8); REVIEWED MATERIALS AND DISCUSSION RE: ATTRITION PLAN AND DRAFTED 8-K RE: SAME (0.9).
GIBSON ML	03/22/06	1.80	MULTIPLE TELECONFERENCES/CORRESPONDENCE RE: EXTENSION PLAN AND 8-K, REVIEWED FINAL MATERIALS AND DRAFTED AND REVIEWED SUBSEQUENT DRAFTS (1.8).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

GIBSON ML	03/23/06	0.70	MULTIPLE TELECONFERENCES/CORRESPONDENCE RE: 8-K AND REVISE AND DISTRIBUTED (0.6); INTERNAL DISCUSSIONS RE: UPDATE RE: HEARING AND RELATED DISCLOSURES (0.1).
GIBSON ML	03/24/06	1.60	ALL HANDS MEETING (1.3); MULTIPLE TELECONFERENCES/ CORRESPONDENCE WITH CLIENT AND INTERNAL TEAM RE: 8-K (0.3).
GIBSON ML	03/27/06	0.10	TELECONFERENCES/CORRESPONDENCE RE: 8-K (0.1).
GIBSON ML	03/28/06	0.20	REVIEW COMMUNICATIONS MATERIALS FOR MOBILEARIA (0.2).
GIBSON ML	03/29/06	0.50	REVIEW AND COMMENT ON 8-K LANGUAGE FOR RESIGNATION AND RESEARCH AND CALLS RE: SAME (0.5).
GIBSON ML	03/30/06	0.10	REVIEW PRESS RELEASE AND 8-K (0.1).
		6.70	
HERRIOTT AV	03/28/06	0.20	REVIEW COMMUNICATION MATERIALS RE: MOBILEARIA'S BUSINESSES (0.2).
HERRIOTT AV	03/29/06	0.30	REVIEW BOARD OF DIRECTORS' MATERIALS FOR MOBILEARIA MEETING (0.3).
HERRIOTT AV	03/30/06	1.20	PREPARE FOR (0.4) AND ATTEND (0.8) PORTION OF MOBILEARIA BOARD OF DIRECTORS MEETING.
		1.70	
MEISLER RE	03/07/06	0.40	BEGAN WORKING ON PRESENTATION TO THE BOARD RE: 3/14 BOARD MEETING (0.4).
MEISLER RE	03/08/06	2.90	CONTINUE TO WORK ON BOARD PRESENTATION (2.9).
MEISLER RE	03/13/06	3.90	REVIEW AND REVISE PRESENTATION FOR 3/14 BOARD OF DIRECTORS MEETING (3.7); TELECONFERENCES WITH S. SALRIN RE: SAME (0.1, 0.1).
MEISLER RE	03/22/06	0.20	REVIEW AND COMMENT ON 8-K RE: ATTRITION PLAN(0.2.).
MEISLER RE	03/23/06	1.40	CONTINUE TO REVIEW 8-K (0.4) AS WELL AS UPDATED DRAFTS RE: SAME (0.3); TELECONFERENCE WITH M. GIBSON RE: SAME (0.1); TELECONFERENCE WITH B. SAX RE: SAME (0.2); TELECONFERENCE WITH D. SHERBIN RE: SAME (0.1).
MEISLER RE	03/24/06	0.20	FINAL REVIEW OF 8-K (0.2).
MEISLER RE	03/27/06	2.10	REVIEW BOARD PRESENTATION (2.1).
MEISLER RE	03/28/06	0.70	REVIEW MATERIALS FOR BOARD OF DIRECTORS MEETING (0.7).

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MEISLER RE	03/30/06	9.60	CONTINUE TO REVIEW AND COMMENT ON COMMUNICATIONS MATERIALS (9.6).
		21.40	
OGUNSANYA GO	03/17/06	5.40	RESEARCH: UCC DEFENSES (5.4).
		5.40	
REESE RG	03/11/06	0.70	RESPOND TO ISSUES RE: BOARD OF DIRECTORS MATERIALS FOR MARCH 14 MEETING (0.7).
REESE RG	03/12/06	0.80	REVISE BOARD OF DIRECTORS MATERIALS FOR MARCH 14 MEETING (0.8).
REESE RG	03/13/06	5.00	REVISE PRESENTATION TO BOARD OF DIRECTORS FOR MARCH 14 MEETING (5.0).
REESE RG	03/28/06	0.40	REVIEW AND PROPOSE REVISIONS TO MOBILEARIA COMMUNICATIONS MATERIALS (0.4).
REESE RG	03/30/06	1.80	PREPARATIONS FOR AND PARTICIPATION ON BOARD OF DIRECTORS CONFERENCE CALL FOR MOBILEARIA (1.8).
		8.70	
TOUSSI S	03/15/06	7.50	VARIOUS TELECONFERENCES RE: APPALOOSA LETTER TO THE BOARD RE: BREACHES OF FIDUCIARY DUTY AND APPOINTING NEW DIRECTORS (1.2); RESEARCH ISSUES RE: SAME (2.5); DRAFT AND REVISE PRESENTATION TO THE BOARD RE: APPALOOSA ALLEGATIONS AND POTENTIAL RESPONSES AND CIRCULATE SAME (3.8).
TOUSSI S	03/16/06	7.00	EDIT AND REVISE DRAFT PRESENTATION TO BOARD OF DIRECTORS RE: APPALOOSA LETTER RE: BREACHES OF FIDUCIARY DUTIES (2.8); MEETING TO DISCUSS SAME AND ADDRESS COMMENTS ON PRESENTATION (2.3); REVIEW RECENTLY FILED 13D (0.5); FOLLOWUP ISSUES RE: PRESENTATION (1.4).
TOUSSI S	03/17/06	3.50	WORK ON PRESENTATION RE: APPALOOSA' 3/15 LETTER TO DELPHI BOARD (2.2), FOLLOW UP ISSUES RE: SAME (1.3).
		18.00	
Total Associate		61.90	
SALAZAR AG	03/29/06	1.30	RESPOND TO REQUEST FOR 8K AND DISTRIBUTE (1.3)
		1.30	
Total Legal Assistant		1.30	
TOTAL TIME		<u>139.80</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
General Corporate Advice**

**Bill Date: 04/30/06
Bill Number: 1108601**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	03/28/06	Cochran EL	-457.23
Air/Rail Travel - vendor feed	03/28/06	Cochran EL	1,002.96
Air/Rail Travel - vendor feed	03/29/06	Cochran EL	539.27
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$1,085.00
In-house Reproduction	03/03/06	Copy Center, D	0.80
In-house Reproduction	03/07/06	Copy Center, D	5.19
In-house Reproduction	03/10/06	Copy Center, D	1.00
In-house Reproduction	03/14/06	Copy Center, D	18.27
In-house Reproduction	03/21/06	Copy Center, D	60.59
In-house Reproduction	03/21/06	Copy Center, D	66.88
In-house Reproduction	03/31/06	Copy Center, D	15.27
		TOTAL IN-HOUSE REPRODUCTION	\$168.00
Telephone Expense	03/31/06	Telecommunications, D	1.84
Telephone Expense	03/31/06	Telecommunications, D	2.08
Telephone Expense	03/31/06	Telecommunications, D	0.07
Telephone Expense	03/31/06	Telecommunications, D	0.01
		TOTAL TELEPHONE EXPENSE	\$4.00
Lexis/Nexis	03/20/06	Ogunsanya GO	147.93
Lexis/Nexis	03/21/06	Ogunsanya GO	182.07
		TOTAL LEXIS/NEXIS	\$330.00
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	37.90
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	19.43
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	8.67
		TOTAL VENDOR HOSTED TELECONFERENCING	\$66.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel (external)	03/12/06	Butler, Jr. J	288.72
Air/Rail Travel (external)	03/26/06	Butler, Jr. J	135.12
Air/Rail Travel (external)	03/30/06	Butler, Jr. J	518.16
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$942.00
Out-of-Town Travel	03/12/06	Butler, Jr. J	164.97
Out-of-Town Travel	03/12/06	Butler, Jr. J	20.49
Out-of-Town Travel	03/12/06	Butler, Jr. J	340.62
Out-of-Town Travel	03/26/06	Butler, Jr. J	327.84
Out-of-Town Travel	03/26/06	Butler, Jr. J	123.80
Out-of-Town Travel	03/26/06	Butler, Jr. J	16.99
Out-of-Town Travel	03/30/06	Butler, Jr. J	159.95
Out-of-Town Travel	03/30/06	Butler, Jr. J	48.02
Out-of-Town Travel	03/30/06	Butler, Jr. J	153.33
Out-of-Town Travel	03/30/06	Butler, Jr. J	18.99
		TOTAL OUT-OF-TOWN TRAVEL	\$1,375.00
Messengers/ Courier	03/24/06	Straightline Courier	32.00
		TOTAL MESSENGERS/ COURIER	\$32.00
Out-of-Town Meals	03/12/06	Butler, Jr. J	45.68
Out-of-Town Meals	03/12/06	Butler, Jr. J	15.96
Out-of-Town Meals	03/26/06	Butler, Jr. J	38.41
Out-of-Town Meals	03/30/06	Butler, Jr. J	21.95
		TOTAL OUT-OF-TOWN MEALS	\$122.00
CLR/Disclosure	03/31/06	Global Securities	50.00
		TOTAL CLR/DISCLOSURE	\$50.00
		TOTAL MATTER	\$4,174.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 05/31/06
Bill Number: 1108515

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	04/03/06	0.20	REVIEW FORM 8-K (0.2).
BUTLER, JR. J	04/04/06	0.20	REVIEW AND COMMENT ON FORM 8-K (0.2).
BUTLER, JR. J	04/05/06	0.90	REVIEW COMPENSATION COMMITTEE MATERIALS (0.7); EMAILS FROM/TO D. ALEXANDER RE SAME (0.2).
BUTLER, JR. J	04/18/06	3.10	PREPARE FOR (0.8) AND PARTICIPATE IN (1.4) BOARD OF DIRECTORS TELECONFERENCE MEETING; PREPARE FOR (0.4); PARTICIPATE IN COMPENSATION COMMITTEE MEETING (0.5).
BUTLER, JR. J	04/19/06	1.70	PREPARE FOR APRIL 20TH BOARD OF DIRECTORS TELECONFERENCE MEETING (0.4); REVIEW MATERIALS FOR SAME (0.2); EMAILS FROM/TO M. LOEB AND D. SHERBIN AND REVIEW AND EVALUATE NEED FOR PUBLIC RELEASE ON INTERNAL REORGANIZATION ANNOUNCEMENT BEYOND MARCH 31ST TRANSFORMATION RELEASE (0.3); REVIEW AND REVISE BOARD MATERIALS WITH B. DELLINGER, B. SHAW AND R. EISENBERG (0.8).
BUTLER, JR. J	04/20/06	2.00	PREPARE FOR (0.3) AND PARTICIPATE IN (0.9) BOARD OF DIRECTORS TELECONFERENCE MEETING; REVIEW APRIL 24TH ANNOUNCEMENT MATERIALS (0.4); EMAILS FROM/TO D. SHERBIN RE: COMPENSATION COMMITTEE MATTERS (0.1); CONTINUED ANALYSIS RE: POTENTIAL APRIL 24TH PRESS RELEASE (0.3).
BUTLER, JR. J	04/22/06	0.30	EMAILS FROM/TO R. O'NEAL RE FOLLOW-UP BOARD OF DIRECTORS TELECONFERENCE MEETING AND PREPARATION FOR MAY 1ST MEETING (0.3).
BUTLER, JR. J	04/24/06	1.40	PREPARE FOR (0.3) AND PARTICIPATE (1.1) SENIOR LEADERSHIP MEETING RE: SF&A ROLL-OUT COMMUNICATIONS PROGRAM.
BUTLER, JR. J	04/25/06	0.30	BEGIN TO PREPARE FOR MAY 1ST BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY INCLUDING OUTLINE OF PRESENTATION MATERIALS (0.3).
BUTLER, JR. J	04/30/06	0.40	REVIEW MATERIALS AND CONTINUE TO PREPARE FOR MAY 1ST BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY (0.4).

10.50

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

COCHRAN EL	04/03/06	2.30	REVIEW 8-K DISCLOSURE FOR RESIGNING DIRECTOR (1.2); REVIEW 8-K DISCLOSURE FOR EQUITY COMMITTEE ORDER (1.1).
COCHRAN EL	04/04/06	2.50	REVIEW 8-K RE: EQUITY COMMITTEE (1.2); REVIEW 8-K RE: CREDIT AGREEMENT AMENDMENT (0.6); REVIEW 8-K RE: PENSION CONTRIBUTION (0.7).
COCHRAN EL	04/05/06	0.40	REVIEW REVISED EQUITY COMMITTEE 8-K (0.4).
COCHRAN EL	04/07/06	2.40	REVIEW APRIL KEY MESSAGES (1.8); REVIEW 10-K DRAFT (0.6).
COCHRAN EL	04/10/06	2.10	REVIEW 10-K (2.1).
COCHRAN EL	04/11/06	0.80	REVIEW 10-K (0.8).
COCHRAN EL	04/12/06	1.60	REVIEW 10-K AND 8-K FOR CREDIT AGREEMENT (1.6).
COCHRAN EL	04/13/06	0.80	PARTICIPATE IN UPDATE CALL (0.8).
COCHRAN EL	04/20/06	0.80	REVIEW DISCLOSURE ISSUE RE: SOALS (0.8).
COCHRAN EL	04/26/06	1.60	REVIEW 10-K COMMENTS (1.6).
		15.30	
FRISHMAN LD	04/12/06	0.70	REVIEW AND GIVE COMMENTS ON DRAFT 8-K (0.7).
FRISHMAN LD	04/16/06	0.20	REVIEW REVISED DRAFT 8-K (0.2).
FRISHMAN LD	04/25/06	1.20	REVIEW DEBT RELATED SECTIONS OF DRAFT 10-K (1.2).
FRISHMAN LD	04/26/06	0.30	GIVE COMMENTS ON DRAFT 10-K (0.3).
		2.40	
GIBSON ML	04/03/06	0.10	REVIEW DRAFTS OF 8-KS AND DISCUSSION RE: SAME (0.1).
GIBSON ML	04/04/06	0.10	REVIEW 8-K MATERIALS (0.1).
GIBSON ML	04/11/06	0.10	DISCUSSIONS WITH WORKING GROUP RE: STATUS AND NEXT STEPS ON 10-K, GM AND SALES AND CORRESPONDENCE RE: SAME (0.1).
GIBSON ML	04/12/06	0.20	REVIEW AND COMMENT ON DIP 8-K (0.2).
GIBSON ML	04/23/06	0.50	REVIEW PORTION OF 10-K DRAFTS, 14.5 AND TRANSACTION (0.5).
GIBSON ML	04/24/06	0.20	TELECONFERENCES/CORRESPONDENCE RE: 10-K DRAFT REVIEW (0.2).
GIBSON ML	04/25/06	3.10	REVIEW AND COMMENT ON MULTIPLE REVISED DRAFTS OF FORM 10-K AND TELECONFERENCES/CORRESPONDENCE WITH WORKING GROUP RE: SAME (3.1).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

GIBSON ML	04/26/06	1.80	TELECONFERENCES WITH INTERNAL WORKING GROUP AND REVIEW, FINALIZE AND DISTRIBUTE DRAFT OF 10-K (1.8).
GIBSON ML	04/27/06	1.20	DISCUSSIONS RE: AND TELECONFERENCE RE: DIVESTITURES (0.6); REVIEW CORRESPONDENCE AND DISCUSSIONS RE: GM ISSUES (0.4); FOLLOW UP ON 10-K ISSUES (0.2).
GIBSON ML	04/28/06	1.10	ALL HANDS TELECONFERENCE RE: 10-K (1.1).
		8.40	
MARAFIOTI KA	04/03/06	0.30	REVIEW 8K RE: EQUITY COMMITTEE APPOINTMENT (0.3).
MARAFIOTI KA	04/12/06	2.40	REVIEW AND REVISE 10K (2.4).
MARAFIOTI KA	04/13/06	1.70	REVIEW AND REVISE 10K (1.7).
MARAFIOTI KA	04/17/06	0.20	ANALYZE ISSUE RE: AUDIT (0.2).
MARAFIOTI KA	04/29/06	1.00	REVIEW AND REVISE BOARD PRESENTATION (1.0).
		5.60	
WEXLER MP	04/24/06	0.60	REVIEW REAL ESTATE RELATED SECTIONS OF 10-K AND FOLLOW UP ON SAME (0.6).
WEXLER MP	04/25/06	0.60	CONTINUE REVIEW AND REVISIONS TO DRAFT OF 10-K (0.6).
		1.20	
Total Partner		43.40	
DANZ CE	04/25/06	1.20	RESEARCH INTO 10K DISCLOSURE MATERIALS ISSUES (1.2)
		1.20	
MEISLER RE	04/12/06	0.60	REVIEW AND COMMENT ON UNANIMOUS WRITTEN CONSENT OF MANAGERS RE: DIVIDEND FROM PBR KNOXVILLE (0.5); TELECONFERENCE WITH K. CRAFT RE: SAME (0.1).
MEISLER RE	04/17/06	1.20	ATTENTION TO INQUIRIES RE: 2005 AUDIT (0.7); TELECONFERENCE WITH S. CORCORAN RE: SAME (0.3); NOTES TO FILE RE: SAME (0.2).
MEISLER RE	04/18/06	0.10	TELECONFERENCE WITH J. SHEEHAN RE: 2005 AUDIT (0.1).
MEISLER RE	04/28/06	2.50	REVIEW RECENT 8-KS (0.1); REVIEW BOARD PRESENTATION (2.4).
MEISLER RE	04/29/06	0.40	CONTINUE TO REVIEW BOARD PRESENTATION (0.4).
		4.80	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

OLASKY P	04/03/06	0.80	DRAFT 8-K DISCLOSING COURT ORDER RE: EQUITY COMMITTEE (0.8).
OLASKY P	04/19/06	1.20	REVIEW AND REVISE DRAFT 10-K BASED ON COMMENTS RECEIVED (1.2).
OLASKY P	04/24/06	6.70	FORM 10-K RULES CHECK AND GENERAL REVIEW (6.7).
OLASKY P	04/25/06	3.70	CONTINUE REVIEW OF FORM 10-K (3.7).
		12.40	
STUART NL	04/10/06	2.40	REVIEW PROPOSED 10K LANGUAGE RE: GM CONTRACTS AND TRANSFORMATION PLAN, AND REVISE SAME (2.4).
STUART NL	04/11/06	1.80	DRAFT LANGUAGE FOR 10K (1.8).
		4.20	
TOUSSI S	04/06/06	0.50	REVIEW RECENTLY FILED 8-K (0.5).
TOUSSI S	04/10/06	1.10	ADDRESS ISSUES RE: UPDATED 10K FOR RECENT DEVELOPMENTS IN BANKRUPTCY CASE (1.1).
TOUSSI S	04/11/06	6.00	REVIEW RECENTLY FILED DELPHI 8-KS TO INCORPORATE INTO 10K MARKUP FOR CLIENT (1.5); PREPARE VARIOUS RIDERS TO 10K RELATED TO GENERAL ORDERS IN BANKRUPTCY CASE, EQUITY COMMITTEE MOTION BY APPALOOSA, LITIGATION, GM LOSS CONTRACTS AND ATTRITION PLAN, AND 1113/1114 MOTION (2.5); REVIEW AND EDIT REMAINING SECTIONS OF 10K RELATED TO BANKRUPTCY (2.0).
TOUSSI S	04/12/06	1.50	REVIEW AND FINALIZE MARKUP OF 10K FOR DISTRIBUTION (1.5).
TOUSSI S	04/24/06	2.00	REVIEW 10K FOR BANKRUPTCY DISCLOSURES AND INCORPORATE COMMENTS INTO GENERAL MARKUP (1.5); FOLLOWUP WITH VARIOUS PEOPLE RE: SECTIONS ON LITIGATION, GM, AND 1113/1114 SECTIONS (0.5).
		11.10	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

WILSON LD	04/27/06	1.00	REVIEW AND PREPARE COMMENTS ON 10-K (1.0) .
		1.00	
Total Associate		34.70	
DEMMA J	04/28/06	4.30	PREPARE 8-K FILINGS FOR GM AND DELPHI FOR ATTORNEY REVIEW (4.3) .
		4.30	
SALAZAR AG	04/04/06	1.50	ENTER EQUITY COMMITTEE ORDER IN SYSTEM FOR 8K (1.5) .
SALAZAR AG	04/29/06	0.40	COORDINATE PRODUCTION OF BOARD MATERIALS AND PREPARE FOR DELIVERY TO CLIENTS VIA COURIER (0.4) .
		1.90	
Total Legal Assistant		6.20	
TOTAL TIME		<u>84.30</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
General Corporate Advice**

**Bill Date: 05/31/06
Bill Number: 1108515**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	04/13/06	Cochran EL	1,142.69
Air/Rail Travel - vendor feed	04/13/06	Cochran EL	-1,142.69
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$0.00
In-house Reproduction	04/04/06	Copy Center, D	4.57
In-house Reproduction	04/07/06	Copy Center, D	2.23
In-house Reproduction	04/07/06	Copy Center, D	0.20
		TOTAL IN-HOUSE REPRODUCTION	\$7.00
Telephone Expense	04/28/06	Telecommunications, D	2.62
Telephone Expense	04/28/06	Telecommunications, D	3.32
Telephone Expense	04/28/06	Telecommunications, D	0.06
Telephone Expense	04/28/06	Telecommunications, D	0.35
Telephone Expense	04/28/06	Telecommunications, D	0.65
		TOTAL TELEPHONE EXPENSE	\$7.00
Air/Rail Travel (external)	04/09/06	Butler, Jr. J	100.00
Air/Rail Travel (external)	04/23/06	Butler, Jr. J	50.00
Air/Rail Travel (external)	04/30/06	Butler, Jr. J	50.00
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$200.00
Telco-Non Astra	04/14/06	Telecommunications, D	15.00
		TOTAL TELCO-NON ASTRA	\$15.00
Printing to paper from TIF	04/06/06	Copy Center, D	209.00
		TOTAL PRINTING TO PAPER FROM TIF	\$209.00
		TOTAL MATTER	\$438.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 06/30/06
Bill Number: 1112661

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	05/01/06	1.20	PREPARE FOR (0.3) AND PARTICIPATE IN (0.9) BOARD OF DIRECTORS TELECONFERENCE MEETING.
BUTLER, JR. J	05/15/06	0.40	PREPARE FOR MAY 16TH BOARD OF DIRECTORS MEETING WITH SENIOR MANAGEMENT TEAM AT COMPANY IN TROY (0.4).
BUTLER, JR. J	05/16/06	2.40	PREPARE FOR (0.3) AND PARTICIPATE IN (1.6) BOARD OF DIRECTORS TELECONFERENCE MEETING; TELECONFERENCE WITH D. SHERBIN (0.2) AND EMAILS FROM/TO S. MILLER AND D. SHERBIN (0.3) RE: BOARD CANDIDATE SELECTION PROCESS.
BUTLER, JR. J	05/19/06	0.40	BEGIN TO REVIEW DRAFT OF FORM 10-K FOR MAY 24TH BOARD OF DIRECTORS MEETING (0.4).
BUTLER, JR. J	05/22/06	3.30	PREPARE FOR (1.8) AND PARTICIPATE IN (1.3) BOARD OF DIRECTORS TELECONFERENCE MEETING; BEGIN TO PREPARE FOR MAY 24TH BOARD OF DIRECTORS MEETING (0.2).
BUTLER, JR. J	05/23/06	1.00	PREPARE FOR MAY 24TH BOARD OF DIRECTORS TELECONFERENCE MEETING (0.3); CONTINUE TO REVIEW FORM 10-K (0.5); REVIEW AND COMMENT ON DRAFT JUNE 6-7, 2006 MEETING AGENDA FOR BOARD OF DIRECTORS (0.2).
BUTLER, JR. J	05/24/06	0.70	PREPARE FOR (0.2) AND PARTICIPATE IN (0.5) BOARD OF DIRECTORS TELECONFERENCE MEETING.
		9.40	
COCHRAN EL	05/01/06	3.80	PARTICIPATED IN BOARD TELECONFERENCE (2.1); REVIEW DISCLOSURE ISSUE WITH M. LOEB (1.7).
COCHRAN EL	05/02/06	0.50	TELECONFERENCE WITH M. LOEB RE: DISCLOSURES (0.5).
COCHRAN EL	05/15/06	1.10	REVIEW 10-K COMMENTS (1.1).
COCHRAN EL	05/16/06	2.20	PARTICIPATED IN BOARD MEETING (2.2).
COCHRAN EL	05/22/06	1.40	PARTICIPATED IN BOARD MEETING (1.4).
COCHRAN EL	05/24/06	0.70	PARTICIPATED IN BOARD MEETING (0.7).
		9.70	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

FUREARO JP	05/15/06	1.20	REVIEW OF 10K/REVISIONS (1.2).
		1.20	
GIBSON ML	05/10/06	0.10	REVIEWED AND COMMENTED ON FORM 12B-25 (0.1).
GIBSON ML	05/12/06	0.10	COORDINATED REVIEW FOR FORM 10-K (0.1).
GIBSON ML	05/14/06	1.60	REVIEWED AND REVISED DRAFT 10-K AND MULTIPLE CORRESPONDENCE WITH INTERNAL WORKING GROUP RE: SAME (1.6).
GIBSON ML	05/15/06	1.60	REVISED AND DISTRIBUTED MULTIPLE SETS OF 10-K COMMENTS AND MULTIPLE DISCUSSIONS/CORRESPONDENCE WITH WORKING GROUP RE: SAME (1.6).
GIBSON ML	05/16/06	0.10	CORRESPONDENCE RE: 10-K ISSUES (0.1).
GIBSON ML	05/25/06	0.10	CORRESPONDENCE/TELECONFERENCES RE: CONFIDENTIALITY AGREEMENT AND 8-K MATTER (0.1).
		3.60	
MARAFIOTI KA	05/14/06	1.50	REVIEW AND REVISE 10K (1.5).
MARAFIOTI KA	05/15/06	0.50	CORRESPONDENCE RE: 10K (0.2); REVIEWED DEMAND LETTER FROM CREDITORS' COMMITTEE (0.3).
MARAFIOTI KA	05/23/06	0.10	TELECONFERENCE WITH R. STARK RE: TOPRS WINDDOWN AND LAW DEBENTURE MEETING (0.1).
MARAFIOTI KA	05/31/06	0.20	CORRESPONDENCE RE: TOPRS ISSUES AND MEETING WITH LAW DEBENTURE (0.2).
		2.30	
Total Partner		26.20	
HERRIOTT AV	05/15/06	1.10	DRAFT RECUSAL LETTER FOR PBR KNOXVILLE BOARD MEMBER (1.1).
HERRIOTT AV	05/19/06	0.20	EDIT RECUSAL LETTER FOR PBR BOARD MEMBER (0.2).
		1.30	
TOUSSI S	05/14/06	2.00	REVIEW COMPANY'S 10K DRAFT AND EDIT AND REVISE SAME (2.0).
TOUSSI S	05/18/06	2.20	REVIEW LATEST DRAFT OF 10K AND RELATED 8-K (1.0); PREPARE COMMENTS TO SAME (1.2).
		4.20	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

WILSON LD	05/14/06	1.00	REVIEW DRAFT 10-K MATERIALS (0.4); DRAFT LANGUAGE FOR SAME (0.6).
WILSON LD	05/15/06	1.90	REVIEW AND COMMENT ON 10-K (1.4); REVIEW COMMENTS FORWARDED (0.5).
WILSON LD	05/16/06	1.30	CONFER FURFARO ON 10-K COMMENTS (0.3); REVIEW PAPERS FILED BY APPARENT CUSTOMER (0.5); DRAFT RIDER TO 10-K AND CIRCULATE (0.5).
		4.20	
Total Associate		9.70	
DEMMA J	05/02/06	2.60	PREPARE 8-K FILINGS FOR DELPHI AND GENERAL MOTORS FOR ATTORNEY REVIEW (2.6).
DEMMA J	05/03/06	5.10	CONTINUE PREPARING INDEX OF DELPHI AND GENERAL MOTORS 8-K FILINGS FOR ATTORNEY REVIEW (5.1).
		7.70	
Total Legal Assistant		7.70	
TOTAL TIME		<u>43.60</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 06/30/06
Bill Number: 1112661

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	05/02/06	Copy Center, D	0.20
In-house Reproduction	05/05/06	Copy Center, D	1.00
In-house Reproduction	05/19/06	Copy Center, D	0.80
In-house Reproduction	05/23/06	Copy Center, D	107.00
		TOTAL IN-HOUSE REPRODUCTION	\$109.00
Lexis/Nexis	05/01/06	Poggioli C	115.00
		TOTAL LEXIS/NEXIS	\$115.00
Westlaw	05/23/06	Wharton JN	10.00
		TOTAL WESTLAW	\$10.00
Messengers/ Courier	05/03/06	Dist Serv/Mail/Page, D	21.70
Messengers/ Courier	05/10/06	Dist Serv/Mail/Page, D	107.30
		TOTAL MESSENGERS/ COURIER	\$129.00
Printing to paper from TIF	05/15/06	Copy Center, D	403.00
		TOTAL PRINTING TO PAPER FROM TIF	\$403.00
Wireless - Mobile/Cellular/Pager	04/09/06	Meisler RE	22.00
		TOTAL WIRELESS - MOBILE/CELLULAR/PAGER	\$22.00
		TOTAL MATTER	\$788.00